



**Illinois
Central
Gulf**

An **IC Industries** Company

William H. Sanders
Corporate Counsel

**Illinois Central
Gulf Railroad**
Two Illinois Center
233 North Michigan Avenue
Chicago, IL 60601
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April 23, 1985

Mr. James H. Bayne
Secretary
Interstate Commerce Commission
Washington, D. C. 20423

RECORDATION NO. *6556-H* FILE 1425

MAY 14 1985 -2 40 PM

INTERSTATE COMMERCE COMMISSION

Dear Mr. Bayne:

Pursuant to the provisions of 49 U.S.C. Section 11303 and the applicable regulations of the Interstate Commerce Commission, there are herewith transmitted for filing and recording a number of counterparts of a Release of an Equipment Trust Agreement (Illinois Central Railroad Equipment Trust, Series 64). This document is a secondary document dated as of April 15, 1985. The primary document to which this is connected was recorded under Recordation No. 6556 on April 17, 1972.

A check payable to the order of the Interstate Commerce Commission for the \$10.00 recording fee applicable to this filing is enclosed herewith.

The names and addresses of the parties to the document are as follows:

Trustee and Lessor:

Manufacturers Hanover Trust Company
600 Fifth Avenue
New York, New York 10020

Lessee:

Illinois Central Gulf Railroad Company
233 North Michigan Avenue
Chicago, Illinois 60601

A description of the equipment covered by this release follows:

All equipment included in the aforementioned Equipment Trust Agreement and any amendment or Supplement thereto.

Ann M. Sanders
Countryman

A short summary of the document to appear in the index follows:

Release dated as of April 15, 1985 of an Equipment Trust Agreement dated as of April 15, 1972 with Recordation No. 6556 providing for the release of all right, title and interest in all equipment.

It is respectfully requested that all counterparts not needed for the Commission's files be returned to the bearer of this letter with the Commission's recordation stamp shown thereon.

Very truly yours,

William H. Sanders
William H. Sanders

Interstate Commerce Commission
Washington, D.C. 20423

5/14/85

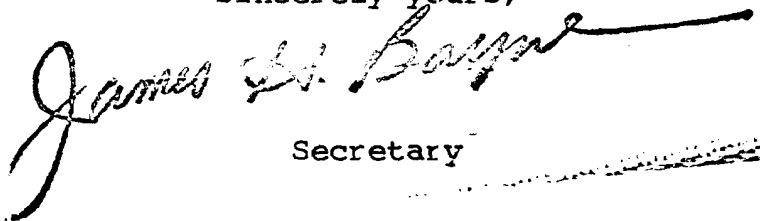
OFFICE OF THE SECRETARY

William H. Sanders
Illinois Central Gulf Railroad
333 North Michigan Ave.
Chicago, Illinois 60601

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5/14/85 at 2:45pm and assigned re-recording number(s). 6555-11

Sincerely yours,


Secretary

Enclosure(s)

ILLINOIS CENTRAL RAILROAD EQUIPMENT TRUST
Series 64

RECORDATION NO. 6556-4 Filed 1425

MAY 14 1985 - 2 40 PM

INTERSTATE COMMERCE COMMISSION

RELEASE

Dated as of April 15, 1985

BETWEEN

MANUFACTURERS HANOVER TRUST COMPANY, Trustee

and

ILLINOIS CENTRAL GULF RAILROAD COMPANY

R E L E A S E

KNOW ALL MEN BY THESE PRESENTS, that:

WHEREAS, heretofore on the 15th day of April, 1972, an Equipment Trust Agreement constituting Illinois Central Railroad Equipment Trust, Series 64, was entered into by and between MORGAN GUARANTY TRUST COMPANY OF NEW YORK, Trustee, to which MANUFACTURERS HANOVER TRUST COMPANY, a corporation duly organized under the laws of the State of New York, is the Successor Trustee (either of said Companies being hereinafter called the "Trustee"), and ILLINOIS CENTRAL RAILROAD COMPANY, to which ILLINOIS CENTRAL GULF RAILROAD COMPANY, a Delaware corporation, is the successor in interest (either of said Companies being hereinafter called the "Railroad Company"), (said Agreement and all supplements thereto being hereinafter referred to collectively as the "Agreement" and all having been duly recorded with the Interstate Commerce Commission under Recordation Numbers 6556 and 6556A through G, respectively), wherein and whereby for a consideration therein named and upon certain conditions therein set forth, the Trustee did let and lease to the Railroad Company for the term in said lease provided, certain railroad equipment therein and hereinafter more particularly described; and

WHEREAS, by the terms of the Agreement it was agreed that at the termination thereof, and after all the payments required thereby should have been completed and fully made by the Railroad Company to the Trustee, the railroad equipment thereby leased should be assigned and transferred by the Trustee to the Railroad Company, or its nominee or nominees, and should thereupon be and become the absolute property of the Railroad Company, or its nominee or nominees; and

WHEREAS, the said Railroad Company has fully paid all the rental reserved and payments stipulated for the said railroad equipment, as covenanted and agreed in the Agreement, and has fully performed all the conditions and covenants therein set forth and desires that the said railroad equipment now be released, assigned and transferred;

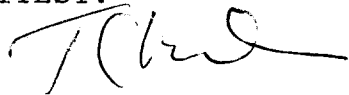
NOW, THEREFORE, the said MANUFACTURERS HANOVER COMPANY, Trustee, for and in consideration of the premises, and the sum of One Dollar (\$1.00), good and lawful money of the United States, to it in hand paid at or before the ensealing and delivery of these presents by said Railroad Company, the receipt whereof is hereby acknowledged, has released, assigned and transferred, and by these presents does release, assign and transfer unto ILLINOIS CENTRAL GULF RAILROAD COMPANY, and its successors and assigns, without recourse in any event, all of its right, title and interest in all of the railroad equipment mentioned and described in the Agreement.

The Trustee makes no representations or warranties of any kind hereby express or implied, including as to the present existence or condition of said railroad equipment or whether it is now in the possession of the Railroad Company.

This Release is being simultaneously executed in a number of counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

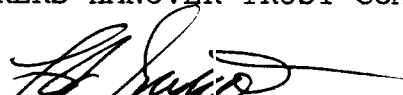
IN WITNESS WHEREOF, MANUFACTURERS HANOVER TRUST COMPANY has caused these presents to be signed in its corporate name, and its corporate seal, duly attested, to be hereunto affixed this 7th day of May, A.D. 1985.

ATTEST:



Assistant Secretary

MANUFACTURERS HANOVER TRUST COMPANY




Assistant Vice President

STATE OF NEW YORK)
) SS
COUNTY OF NEW YORK)

On the 7th day of May, 1985,
before me personally came F. J. Grippo to me
known, who being by me duly sworn, says that he is a ASST. VICE PRESIDENT

of Manufacturers Hanover Trust Company; that the
seal affixed to the foregoing instrument is the corporate
seal of said corporation; that said instrument was signed
and sealed on behalf of said corporation by authority of its
Board of Directors, and he acknowledged that the execution
of the foregoing instrument was the free act and deed of
said corporation.



Notary Public

PETER FERRETI
Notary Public, State of New York
No. 41-6278425
Qualified in Queens County
Certificate Filed in New York County
Commission Expires March 30, 1986